

ORIGINAL



UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS:

Jon Leibowitz, Chairman
Pamela Jones Harbour
William E. Kovacic
J. Thomas Rosch

)
In the Matter of)
)
)
CCC Holdings Inc.,)
a corporation,)
)
and)
)
Aurora Equity Partners III L.P.,)
)
_____)

PUBLIC

Docket No. 9334

JOINT MOTION TO DISMISS COMPLAINT

Complaint Counsel and Respondents jointly move to dismiss the complaint in the above-captioned matter. On March 11, 2009, Respondents informed Complaint Counsel that they are abandoning the proposed merger between CCC Holdings Inc. ("CCC") and Aurora Equity Partners III L.P. ("Aurora"). As set forth in the attached correspondence, CCC and Aurora have withdrawn their Hart-Scott-Rodino Notification and Report Forms filed for this proposed transaction. The complaint is now moot.

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

COMMISSIONERS:

**Jon Leibowitz, Chairman
Pamela Jones Harbour
William E. Kovacic
J. Thomas Rosch**

In the Matter of)

CCC Holdings Inc.,)
a corporation,)

and)

Aurora Equity Partners III L.P.,)
_____)

PUBLIC

Docket No. 9334

[PROPOSED] ORDER DISMISSING COMPLAINT

This matter comes before the Commission on Complaint Counsel's and Respondents' Joint Motion to Dismiss Complaint. Having considered the motion, it is hereby

ORDERED, that the Joint Motion to Dismiss Complaint, dated March 12, 2009, is granted and that the complaint be dismissed without prejudice.

By the Commission.

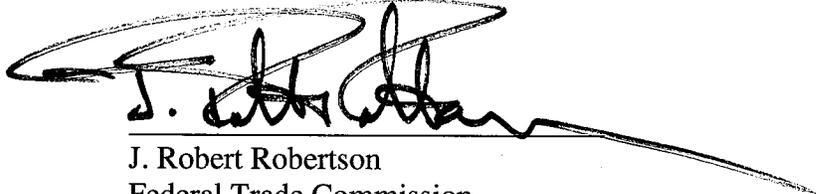
ISSUED: _____

Donald S. Clark
Secretary

Accordingly, the parties respectfully request that the Commission dismiss the complaint.

A proposed order is attached.

Respectfully submitted,



J. Robert Robertson
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580
Telephone: (202) 326-2008
Rrobertson@ftc.gov
Complaint Counsel

/s/ John A. Herfort

John A. Herfort
Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, NY 10166-0193
Telephone: (212) 351-3832
Jherfort@gibsondunn.com
Counsel for CCC Holdings, Inc.

/s/ Richard G. Parker

Richard G. Parker
O'Melveny & Myers LLP
1625 Eye Street, NW
Washington, DC 20006
Telephone: (202) 383-5380
Rparker@omm.com
Counsel for Aurora Equity Partners, III L.P.

March 12, 2009



O'MELVENY & MYERS LLP

BEIJING
BRUSSELS
CENTURY CITY
HONG KONG
LONDON
LOS ANGELES
NEWPORT BEACH

1625 Eye Street, NW
Washington, D.C. 20006-4001

TELEPHONE (202) 383-5300
FACSIMILE (202) 383-5414
www.omm.com

NEW YORK
SAN FRANCISCO
SHANGHAI
SILICON VALLEY
SINGAPORE
TOKYO

March 11, 2009

OUR FILE NUMBER
36,377-001

BY HAND DELIVERY

Federal Trade Commission
Premerger Notification Office
600 Pennsylvania Ave., N.W., Room 303
Washington, D.C. 20580

WRITER'S DIRECT DIAL
(202) 383-5343

WRITER'S E-MAIL ADDRESS
mantalics@omm.com

U.S. Department of Justice
Antitrust Division, Office of Operations
Premerger Notification Unit
950 Pennsylvania Ave., N.W., Room 3335
Washington, D.C. 20530

Re: *HSR Act Filing by Aurora Equity Partners III, L.P.*
Transaction Identification Numbers: 20081067 and 20081077

Dear Sir or Madam:

On behalf of Aurora Equity Partners III, L.P., I hereby withdraw the HSR Act Notification and Request Form filed on April 21, 2008. The parties have determined that the proposed transaction will not go forward.

Please contact me if you have any questions.

Sincerely,

Michael E. Antalics
of O'MELVENY & MYERS LLP

GIBSON, DUNN & CRUTCHER LLP

LAWYERS

A REGISTERED LIMITED LIABILITY PARTNERSHIP
INCLUDING PROFESSIONAL CORPORATIONS

1050 Connecticut Avenue, N.W. Washington, D.C. 20036-5306
(202) 955-8500

www.gibsondunn.com

mpfunder@gibsondunn.com

March 11, 2009

Direct Dial
(202) 955-8227

Fax No.
(202) 530-9579

Client No.
19839-00008

VIA HAND DELIVERY

Premerger Notification Office
Federal Trade Commission
Room 303 Main Building
6th Street at Pennsylvania Ave., N.W.
Washington, D.C. 20580

U.S. Department of Justice
Antitrust Division, Office of Operations
Premerger Notification Unit
950 Pennsylvania Ave., N.W., Room 3335
Washington, D.C. 20530

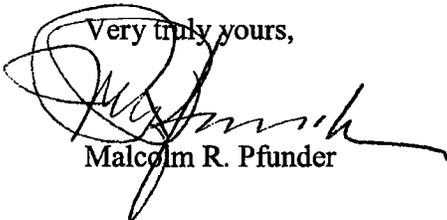
Re: *HSR Act Filings by CCC Holdings Inc. -- #20081067 and 20081077*

Dear Sir or Madam:

As the contact person on the HSR Act Notification and Report Forms filed by our client CCC Holdings Inc. on April 21, 2008, I hereby withdraw those filings. The parties have determined that the proposed transaction will not go forward.

Please contact me if you should have any questions.

Very truly yours,


Malcolm R. Pfunder

Enclosures as stated
MRP/mrp
100618700_1.DOC

CERTIFICATE OF SERVICE

I hereby certify that on March 12, 2009, I filed via hand and electronic mail delivery an original and two copies of the foregoing with:

Donald S. Clark, Secretary
Office of the Secretary
Federal Trade Commission
600 Pennsylvania Avenue, NW, Rm. H-135
Washington, DC 20580

I hereby certify that on March 12, 2009, I served via electronic mail and hand delivery a copy of the foregoing with:

The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Avenue, NW, H-106
Washington, DC 20580
Oalj@ftc.gov

I hereby certify that March 12, 2009, I served the attached on the following Counsel via electronic mail (PDF) delivery:

John A. Herfort
Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, NY 10166-0193
Jherfort@gibsondunn.com

Counsel for Defendant CCC Holdings, Inc.

Richard G. Parker
O'Melveny & Myers LLP
1625 Eye Street, NW
Washington, DC 20006
Rparker@omm.com

Counsel for Defendant Aurora Equity Partners, III L.P.

By: *Terri Martin*

Terri Martin
Federal Trade Commission
600 Pennsylvania Avenue, NW
Washington, DC 20580
Telephone: (202) 326-3488
tmartin@ftc.gov